



QUARTERLY STATEMENT

AS OF JUNE 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

CoventryCares of Michigan, Inc.

NAIC Group Code	00001	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [] No [X]	
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004	
Statutory Home Office	1333 Gratiot, Ste 400		Detroit, MI, US 48207			
	(Street and Number)		(City or Town, State, Country and Zip Code)			
Main Administrative Office	1333 Gratiot, Ste 400		Detroit, MI, US 48207		313-465-1519	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1333 Gratiot, Ste 400		Detroit, MI, US 48207			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400		Detroit, MI, US 48207		313-465-1519	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.CoventryCaresMI.com					
Statutory Statement Contact	Kenyata J. Rogers		313-465-1519			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	KJRogers@cvty.com		313-465-1604			
	(E-mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller	Elaine R. Cofrancesco #	Vice President & Treasurer

OTHER OFFICERS

Kevin J. Casey #	Senior Investment Officer	Shirley R. Smith	Secretary

DIRECTORS OR TRUSTEES

Beverly Ann Allen	Claudia Bjerre	Michael J. Burgoyne	Pamela S. Sedmak #
Harvey Turner	Ernestine Romero		

State ofMichigan.....

County ofWayne.....

ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President and Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		
Subscribed and sworn to before me this _____ day of _____,		
Rochell D. Jenkins, Notary Public December 25, 2018		

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	11,231,134		11,231,134	18,504,637
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 18,416,553), cash equivalents (\$ 8,432,079) and short-term investments (\$ 1,273)	26,849,905		26,849,905	24,141,267
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	38,081,039	0	38,081,039	42,645,904
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	145,037		145,037	228,914
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	324,153		324,153	324,153
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)	23,726	23,726	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$ 1,225,482) and other amounts receivable	1,272,442		1,272,442	1,340,847
25. Aggregate write-ins for other than invested assets	236,468	236,468	0	2,172,279
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	40,082,865	260,194	39,822,671	46,712,097
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	40,082,865	260,194	39,822,671	46,712,097
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Tax Refund Receivable			0	2,172,279
2502. Prepaid Expenses	232,317	232,317	0	0
2503. Vehicles	4,151	4,151	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	236,468	236,468	0	2,172,279

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	17,760,086		17,760,086	19,344,078
2. Accrued medical incentive pool and bonus amounts	537,259		537,259	781,306
3. Unpaid claims adjustment expenses	149,301		149,301	148,082
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	150,092		150,092	150,092
9. General expenses due or accrued	1,245,242		1,245,242	1,261,860
10.1 Current federal and foreign income tax payable and interest thereon (including \$26,147 on realized gains (losses))	133,635		133,635	580,016
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	20,313		20,313	18,470
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	144,415		144,415	174,748
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	20,140,343	0	20,140,343	22,458,652
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	10	10
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	3,081,328	7,652,445
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	19,682,328	24,253,445
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	39,822,671	46,712,097
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	245,441	274,417	535,706
2. Net premium income (including \$ non-health premium income).....	XXX	82,351,424	88,134,987	173,059,035
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	45,718	52,218	110,430
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	82,397,142	88,187,205	173,169,465
Hospital and Medical:				
9. Hospital/medical benefits		54,451,721	55,035,148	109,197,097
10. Other professional services		3,045,683	3,071,475	6,819,642
11. Outside referrals			0	0
12. Emergency room and out-of-area		5,072,858	5,334,786	10,759,239
13. Prescription drugs		9,269,284	10,577,950	21,057,584
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		475,705	307,580	680,414
16. Subtotal (Lines 9 to 15)	0	72,315,251	74,326,939	148,513,976
Less:				
17. Net reinsurance recoveries		8,546	60,378	156,439
18. Total hospital and medical (Lines 16 minus 17)	0	72,306,705	74,266,561	148,357,537
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		780,062	870,793	1,555,822
21. General administrative expenses.....		6,493,058	9,981,003	14,682,410
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	79,579,825	85,118,357	164,595,769
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	2,817,317	3,068,848	8,573,696
25. Net investment income earned		259,582	413,270	716,782
26. Net realized capital gains (losses) less capital gains tax of \$ 135,643		251,908	154,443	364,902
27. Net investment gains (losses) (Lines 25 plus 26)	0	511,490	567,713	1,081,684
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	3,328,807	3,636,561	9,655,380
31. Federal and foreign income taxes incurred	XXX	786,093	1,156,746	2,532,568
32. Net income (loss) (Lines 30 minus 31)	XXX	2,542,714	2,479,815	7,122,812
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602. Other Revenue.....	XXX	45,718	52,218	110,430
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	45,718	52,218	110,430
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.			0	0
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	24,253,445	25,885,250	25,885,250
34. Net income or (loss) from Line 32	2,542,714	2,479,815	7,122,812
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	0	0	(228,740)
39. Change in nonadmitted assets	(113,831)	(68,493)	(38,964)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		13,087	13,087
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders	(7,000,000)	(8,500,000)	(8,500,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(4,571,117)	(6,075,591)	(1,631,805)
49. Capital and surplus end of reporting period (Line 33 plus 48)	19,682,328	19,809,659	24,253,445
DETAILS OF WRITE-INS			
4701.		0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	82,351,424	88,149,414	172,858,173
2. Net investment income	409,622	529,645	935,755
3. Miscellaneous income	104,582	52,371	(1,108,939)
4. Total (Lines 1 to 3)	82,865,628	88,731,430	172,684,989
5. Benefit and loss related payments	74,125,205	73,000,094	148,873,958
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	7,288,519	10,695,982	16,300,151
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	1,368,113	1,474,080	2,663,605
10. Total (Lines 5 through 9)	82,781,837	85,170,156	167,837,714
11. Net cash from operations (Line 4 minus Line 10)	83,791	3,561,274	4,847,275
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	10,351,245	8,778,662	15,191,295
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	10,351,245	8,778,662	15,191,295
13. Cost of investments acquired (long-term only):			
13.1 Bonds	2,756,354	4,774,253	10,094,622
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	260,882	1
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,756,354	5,035,135	10,094,623
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	7,594,891	3,743,527	5,096,672
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	7,000,000	8,500,000	8,500,000
16.6 Other cash provided (applied).....	2,029,957	25,584	(2,107,179)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(4,970,043)	(8,474,416)	(10,607,179)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	2,708,639	(1,169,615)	(663,232)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	24,141,266	24,804,498	24,804,498
19.2 End of period (Line 18 plus Line 19.1)	26,849,905	23,634,883	24,141,266

STATEMENT AS OF JUNE 30, 2013 OF THE CoventryCares of Michigan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	42,831	619	.0	.0	.0	.0	.0	.0	42,212	.0
2. First Quarter	41,142	611	.0	.0	.0	.0	.0	.0	40,531	.0
3. Second Quarter	39,972	662	.0	.0	.0	.0	.0	.0	39,310	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	245,440	3,787							241,653	
Total Member Ambulatory Encounters for Period:										
7. Physician	186,247	1,390							184,857	
8. Non-Physician	30,566	112							30,454	
9. Total	216,813	1,502	0	0	0	0	0	0	215,311	0
10. Hospital Patient Days Incurred	13,582	12							13,570	
11. Number of Inpatient Admissions	2,871	4							2,867	
12. Health Premiums Written (a).....	82,612,162	302,581							82,309,581	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	82,612,162	302,581							82,309,581	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	74,143,290	144,399							73,998,891	
18. Amount Incurred for Provision of Health Care Services	72,315,252	136,458							72,178,794	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	15,539	125,100	550	23,128	16,089	31,619
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	14,892,681	58,373,064	1,078,131	16,658,277	15,970,812	19,312,459
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	14,908,220	58,498,164	1,078,681	16,681,405	15,986,901	19,344,078
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	441,648	286,714	0	537,259	441,648	781,306
13. Totals (Lines 9-10+11+12)	15,349,868	58,784,878	1,078,681	17,218,664	16,428,549	20,125,384

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of CoventryCares of Michigan ("the Company") have been prepared in accordance with the accounting practices prescribed or permitted by the Michigan Department of Insurance and Financial Services (DIFS). Such practices differ in certain respects from generally accepted accounting principles in determining financial position and results of operations. Certain assets designated as non-admitted (e.g. receivables greater than 90 days old, prepaid assets, certain amounts of property and equipment, notes receivable and deferred taxes) are excluded from the balance sheet by a direct charge to surplus. Bonds generally are stated at amortized cost, except for bonds that are rated by the NAIC as class 3-6 which are reported at the lower of amortized cost or fair market value.

DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Michigan insurance laws. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Michigan. The State of Michigan has adopted prescribed accounting practices that differ from those found in NAIC SAP, in that provider advances are not allowed, and thus, must be non-admitted. The Company, however, did not have any amounts due from providers for advances for the period ended June 30, 2013 and December 31, 2012.

Below is a reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by DIFS as of June 30, 2013 and December 31, 2012:

	<u>State of</u>	<u>2013</u>	<u>2012</u>
	<u>Domicile</u>		
<u>NET INCOME</u>			
(1) Company state basis (Page 4, Line 32, Columns 2 & 3)	MI \$	2,542,714	\$ 7,122,812
(4) NAIC SAP (1-2-3=4)	MI \$	<u>2,542,714</u>	<u>\$ 7,122,812</u>
<u>SURPLUS</u>			
(5) Company state basis (Page 3, Line 33, Columns 3 & 4)	MI \$	19,682,328	\$ 24,253,445
(8) NAIC SAP (5-6-7=8)	MI \$	<u>19,682,328</u>	<u>\$ 24,253,445</u>

B. Use of Estimates in the Preparation of the Financial Statements NO CHANGE

C. Accounting Policy NO CHANGE

2. Accounting Changes and Corrections of Errors NO CHANGE

3. Business Combinations and Goodwill

A. Statutory Purchased Method NONE

B. Statutory Merger Method

NONE

C. Assumption Reinsurance

NONE

D. Impairment Losses

NONE

4. Discontinued Operations NONE

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans NONE

NOTES TO FINANCIAL STATEMENTS

B. Debt Restructuring

NONE

C. Reverse Mortgages

NONE

D. Loan-Backed Securities

1. Prepayment assumptions for single class and multi-class mortgage backed/asset backed securities were obtained from industry market sources.

2. The Company had no recognized OTTI on loan backed and structured securities currently held, in which the present value of cash flows expected to be collected is less than the amortized cost basis, at the reporting date June 30, 2013.

3. The Company had no recognized OTTI on loan backed and structured securities currently held, in which the present value of cash flows expected to be collected is less than the amortized cost basis, at the reporting date June 30, 2013.

4. The company had no unrealized loss position on loan-backed and structured securities held by the Company at June 30, 2013.

5. None.

E. Repurchase Agreements and/or Securities Lending Transactions

NONE

F. Real Estate

NONE

G. Investments in low-income housing credits

NONE

6. Joint Ventures, Partnerships and Limited Liability Companies

NONE

7. Investment Income

NO CHANGE

8. Derivative Instruments

NONE

9. Income Taxes

NO CHANGE

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. Amounts due to Coventry Health Care, Inc. as of June 30, 2013 and December 31, 2012 are \$144,415 and \$174,748 respectively.

The terms of settlement require that these amounts are settled within 30 days.

B. On August 19, 2012, the Company's parent, Coventry Health Care, Inc. ("Coventry"), Aetna Inc. ("Aetna") and Jaguar Merger Subsidiary, Inc. ("Merger Sub") entered into an Agreement and Plan of Merger (as amended, and as may be further amended), pursuant to which, subject to the satisfaction or waiver of certain conditions, Merger Sub will be merged with and into Coventry, with Coventry surviving the merger as a wholly-owned subsidiary of Aetna (the "Merger").

The consummation of the Merger was subject to customary closing conditions, including, among others, the adoption of the Merger Agreement by Coventry's stockholders, the absence of certain legal impediments to the consummation of the Merger, the receipt of specified governmental consents and approvals, the early termination or expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, and, subject to certain exceptions, the accuracy of representations and warranties made by the Coventry and Aetna, respectively, and compliance by the Coventry and Aetna with their respective obligations under the Merger Agreement. The Merger closed on May 7, 2013.

C. The company paid a \$7.0 million ordinary cash dividend to Coventry on June 24, 2013. On June 8, 2012, the company paid a \$8.5 million cash dividend to Coventry of which, \$4.5 million was ordinary and \$4.0 million was extraordinary.

NOTES TO FINANCIAL STATEMENTS

11. Debt

NONE

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post-retirement Benefit Plans.

A. The Company does not sponsor a Defined Benefit Plan.

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

NO CHANGE

14. Contingencies

NO CHANGE

15. Leases

NO CHANGE

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

NONE

17. Sale, Transfers and Servicing of Financial Assets and Extinguishment of Liabilities

NONE

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

NONE

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

NONE

20. Fair Value Measurements

A. NONE

B. NONE

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds, Short term, and cash equivalent	\$ 19,628,537	\$ 19,664,486	\$ 1,050,452	\$ 18,578,085	\$	\$ 19,628,537

21. Other Items

A.-F. NO CHANGE

22. Events Subsequent

NONE

23. Reinsurance

NO CHANGE

24. Respectively Rated Contracts and Contracts Subject to Redetermination.

NO CHANGE

25. Change in Incurred Losses and Loss Adjustment Expenses

NOTES TO FINANCIAL STATEMENTS

Reserves as of December 31, 2012 were \$20,273,466. As of June 30, 2013, \$15,488,472 has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior year are now \$1,088,159 as a result of re-estimation of unpaid losses and loss adjustment expenses. Therefore, there has been \$3,696,835 favorable prior year development since December 31, 2012. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. There are no retrospectively rated contracts subject to redetermination. However, the business to which it relates is subject to premium adjustments.

26. Intercompany Pooling Arrangements

NONE

27. Structured Settlements

NONE

28. Health Care Receivables

A. Pharmaceutical Rebates Receivables
NONE

B. Risk Sharing Receivables
NONE

29. Participating Policies

NONE

30. Premium Deficiency Reserves

NO CHANGE

31. Anticipated Salvage and Subrogation

NO CHANGE

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☒ No ☐
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
Aetna purchase of Coventry HealthCare, Inc.....
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes ☐ No ☒ NA ☐
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/30/2010
- 6.4

By what department or departments?
Department of Insurance and Financial Services.....
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$
13.

Amount of real estate and mortgages held in short-term investments:\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity’s security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page
- \$

\$

\$

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?
- Yes [X] No []

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1	2
Name of Custodian(s)	Custodian Address
State Street Bank and Trust Company.....	225 Franklin Street, Boston, MA 02110.....

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes [X] No []

- 17.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
Citibank, N.A.....	State Street Bank and Trust.....	05/07/2013.....	Aetna Purchase of Company.....

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
N/A.....		

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?
- Yes [X] No []

- 18.2 If no, list exceptions:
-

GENERAL INTERROGATORIES
PART 2 - HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent.....	87.8 %
1.2	A&H cost containment percent	0.0 %
1.3	A&H expense percent excluding cost containment expenses.....	9.0 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3	Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$

STATEMENT AS OF JUNE 30, 2013 OF THE CoventryCares of Michigan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

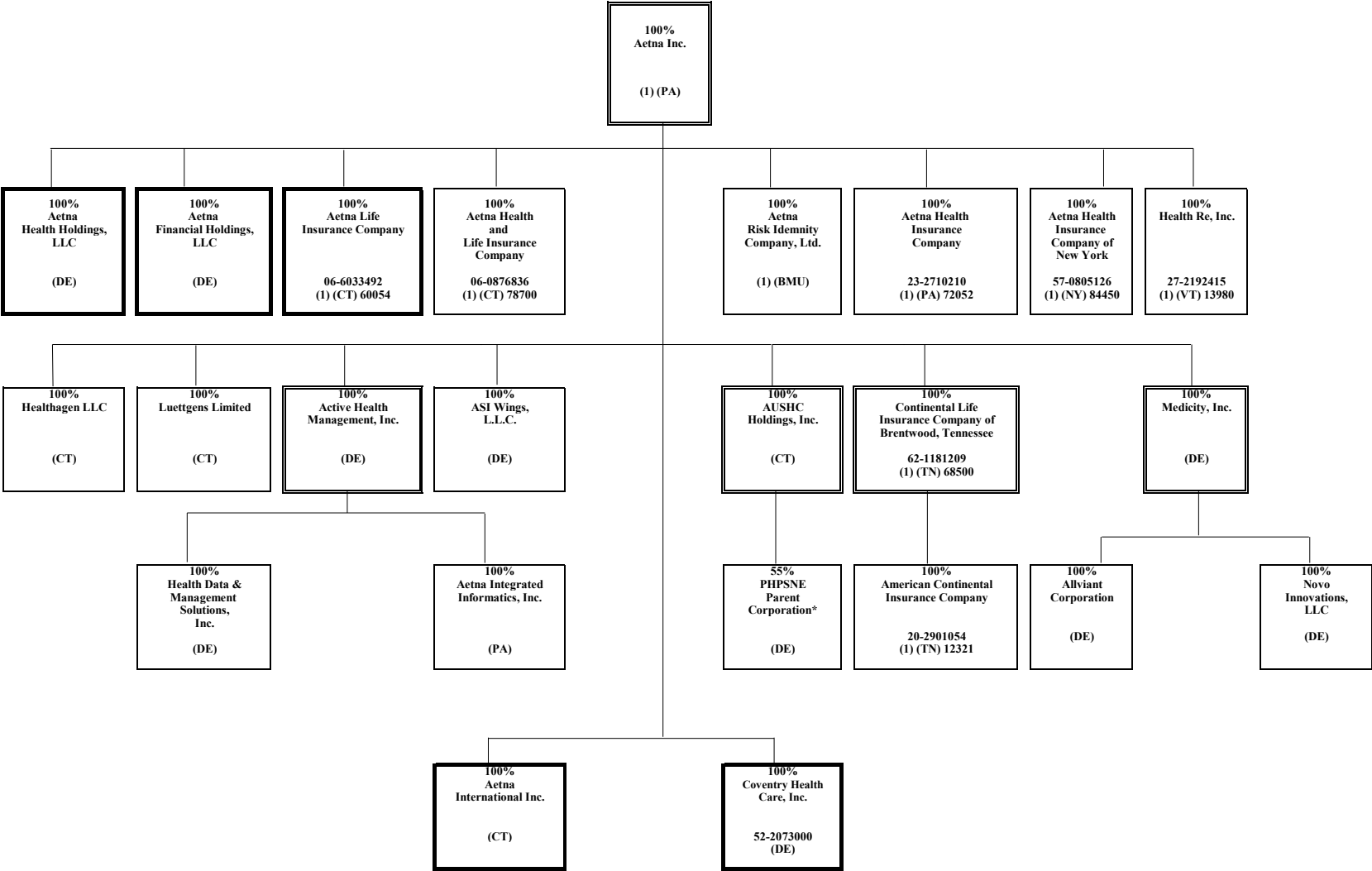
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L	302,581	82,309,581				82,612,162		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CAN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	302,581	0	82,309,581	0	0	0	82,612,162	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	302,581	0	82,309,581	0	0	0	82,612,162	0	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART

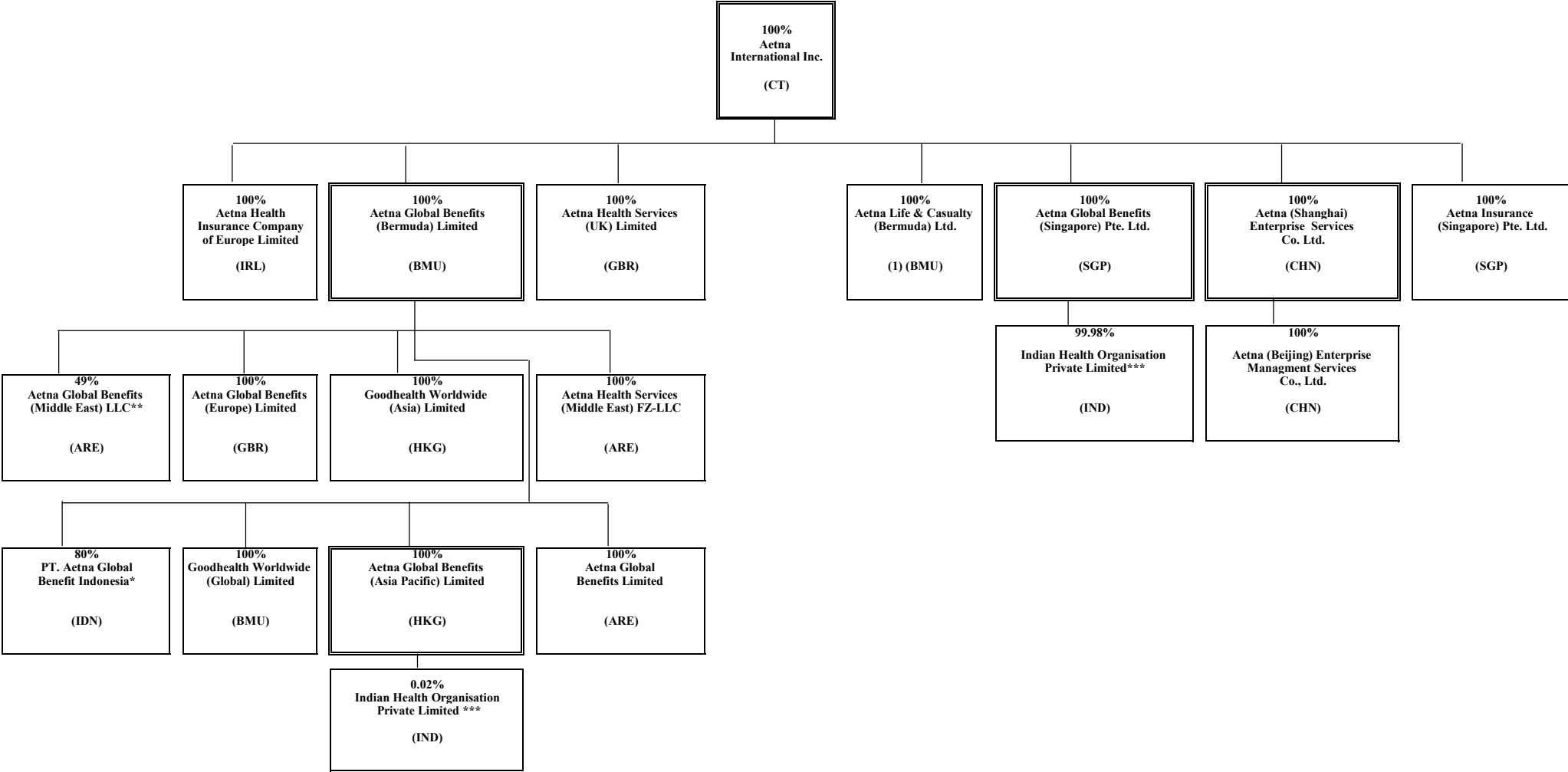


(1) Insurers/HMO's
Percentages are rounded to the nearest whole percent and based on ownership of voting rights.
Double borders indicate entity has subsidiaries shown on the same page.
Bold borders indicate entity has subsidiaries shown on a separate page.

*55% is owned by AUSHC Holdings, Inc. and 45% is owned by third parties.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

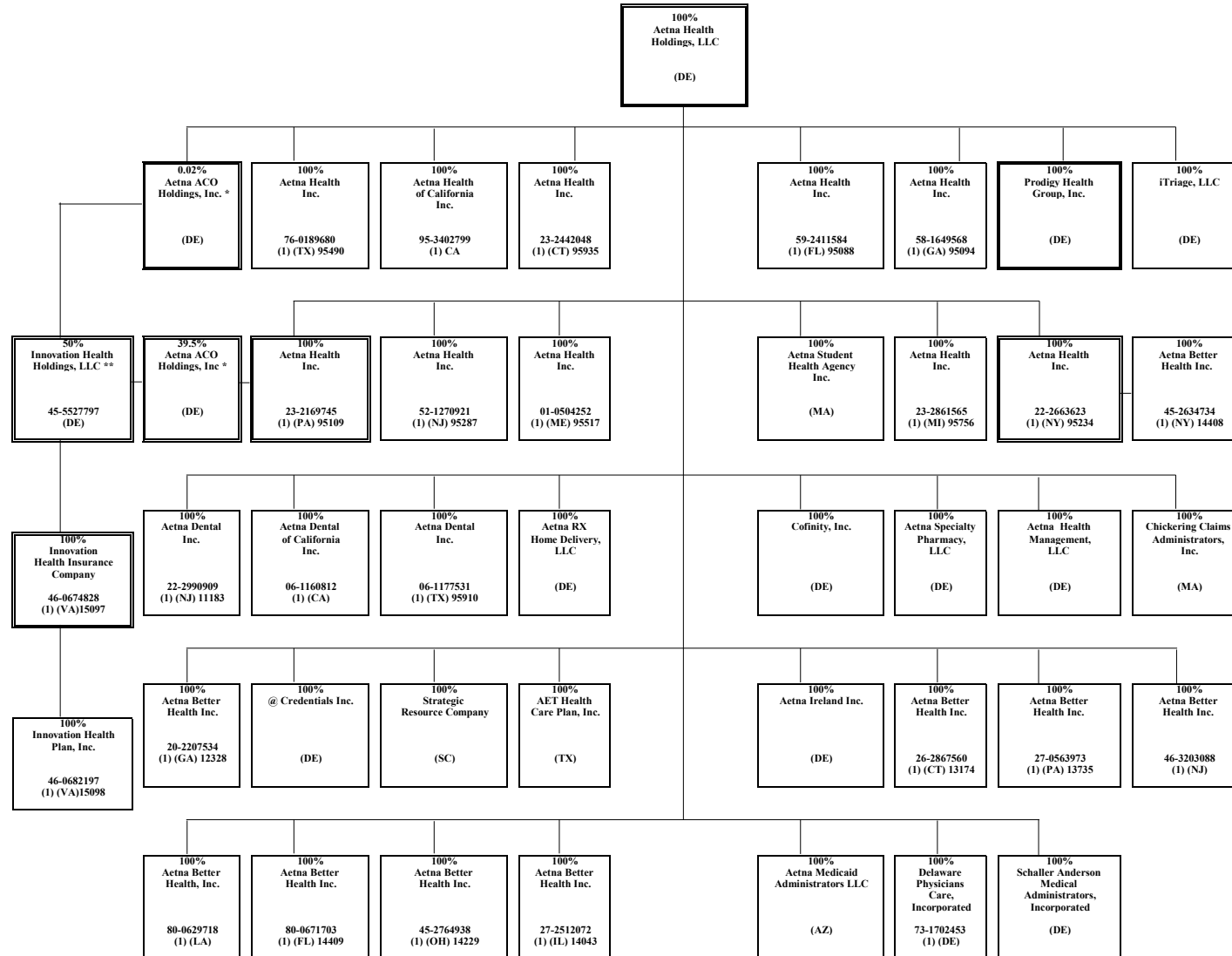
PART 1- ORGANIZATIONAL CHART



* 20% owned by Suhatsyah Rivai, Aetna's Nominee.
** 51% owned by Euro Gulf LLC, Aetna's Nominee.
*** Aetna Global Benefits (Asia Pacific) Limited owns 0.019857% of Indian Health Organization Private Limited and Aetna Global Benefits (Singapore) Pte. Ltd. owns 99.980143%.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART

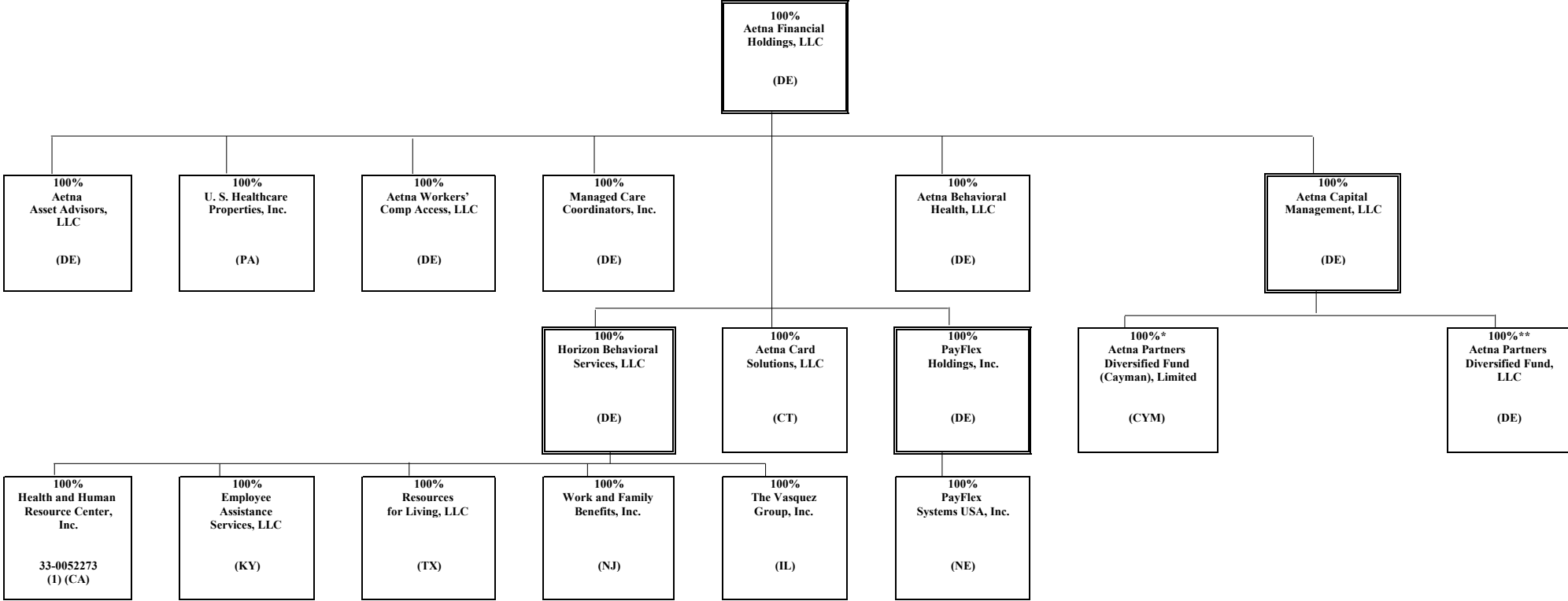


* Aetna ACO Holdings, Inc. is owned by Aetna Life Insurance Company (60%); Aetna Health Inc. (PA) (39%); and Aetna Health Holdings, LLC (1%).

** Innovation Health Holdings, LLC is 50% owned by Aetna ACO Holdings, Inc. and 50% owned by Inova Health System Foundation, an unaffiliated company.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART

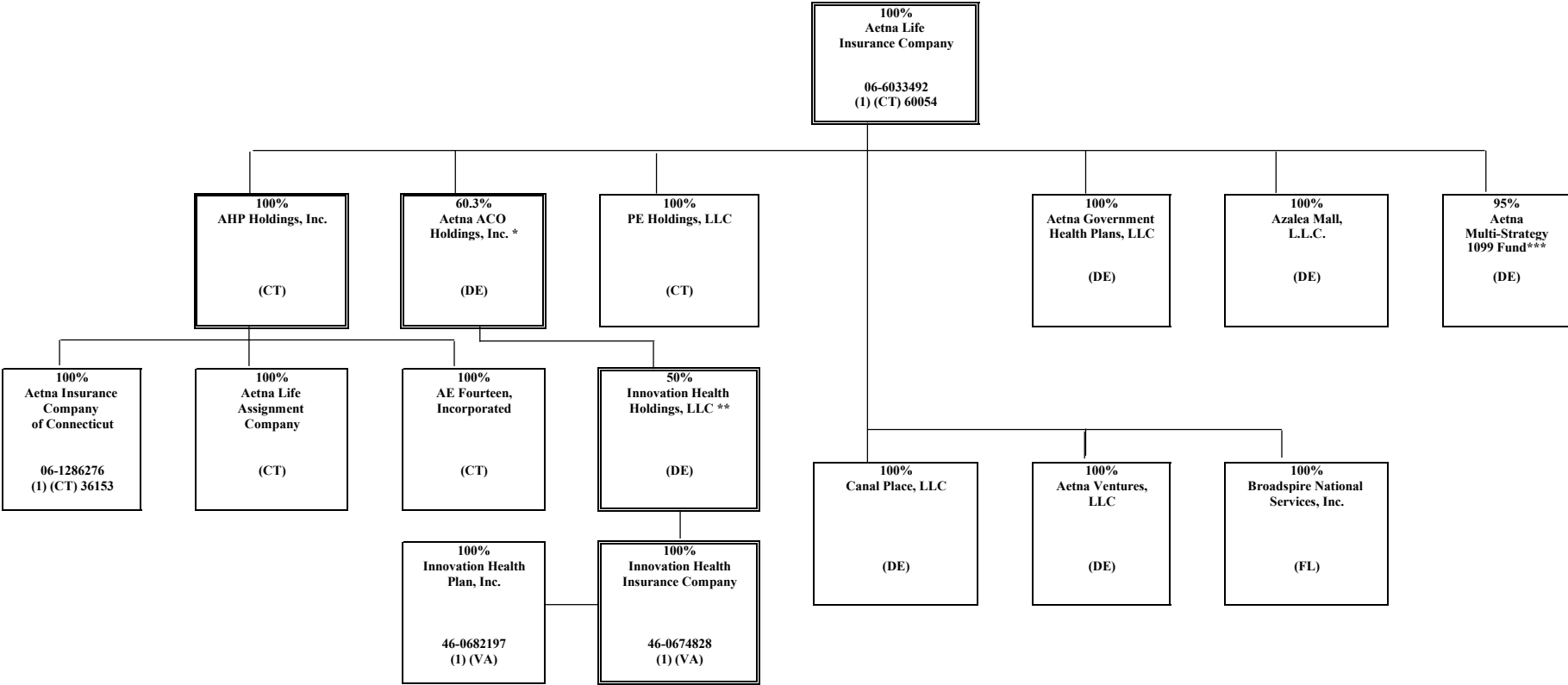


* Aetna Life Insurance Company owns the Class C participating shares of Aetna Partners Diversified Fund (Cayman), Limited.

** Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing member interests of Aetna Partners Diversified Fund, LLC.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

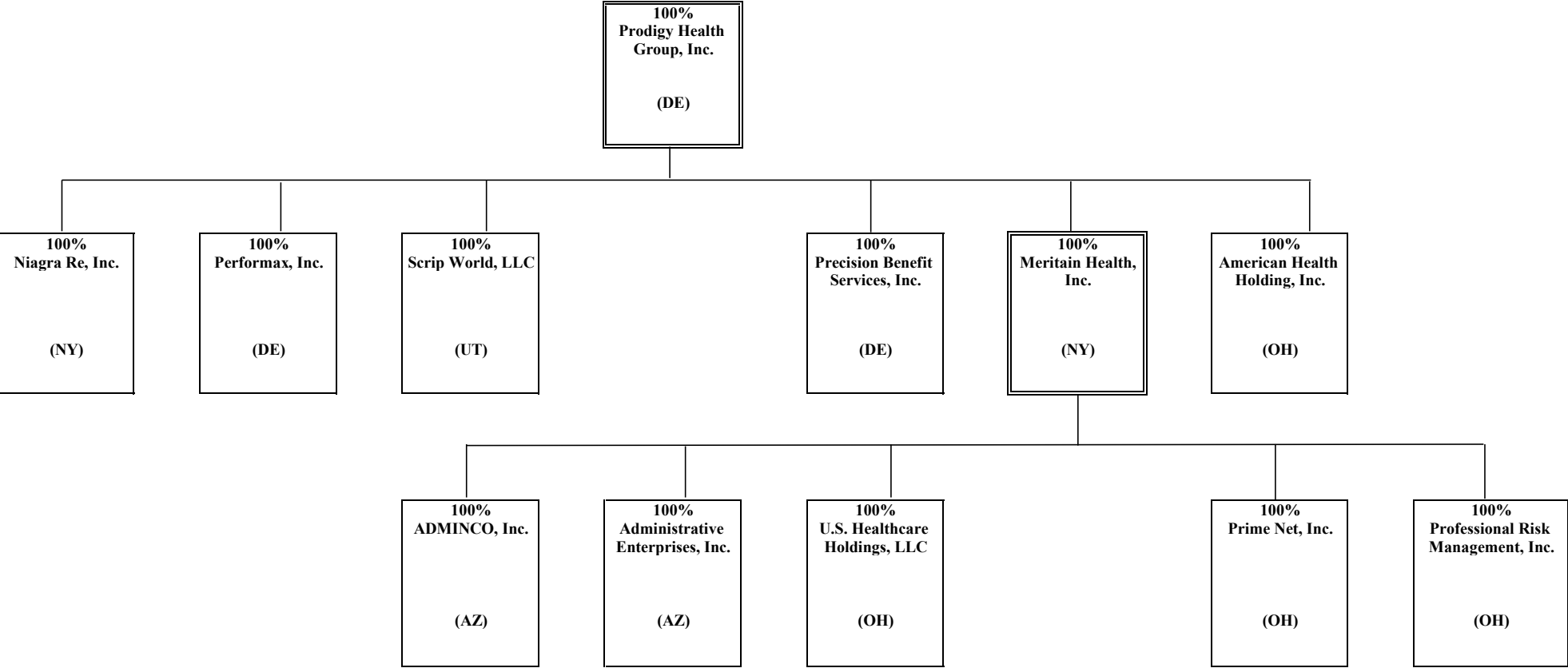
PART 1- ORGANIZATIONAL CHART



* Aetna ACO Holdings, Inc. is owned by Aetna Life Insurance Company (60%); Aetna Health Inc. (PA) (39%); and Aetna Health Holdings, LLC (1%).
** Innovation Health Holdings, LLC is 50% owned by Aetna ACO Holdings, Inc. and 50% owned by Inova Health System Foundation, an unaffiliated company.
***95% is invested and owned by Aetna Life Insurance Company and 5% is invested and owned by external accredited investors.

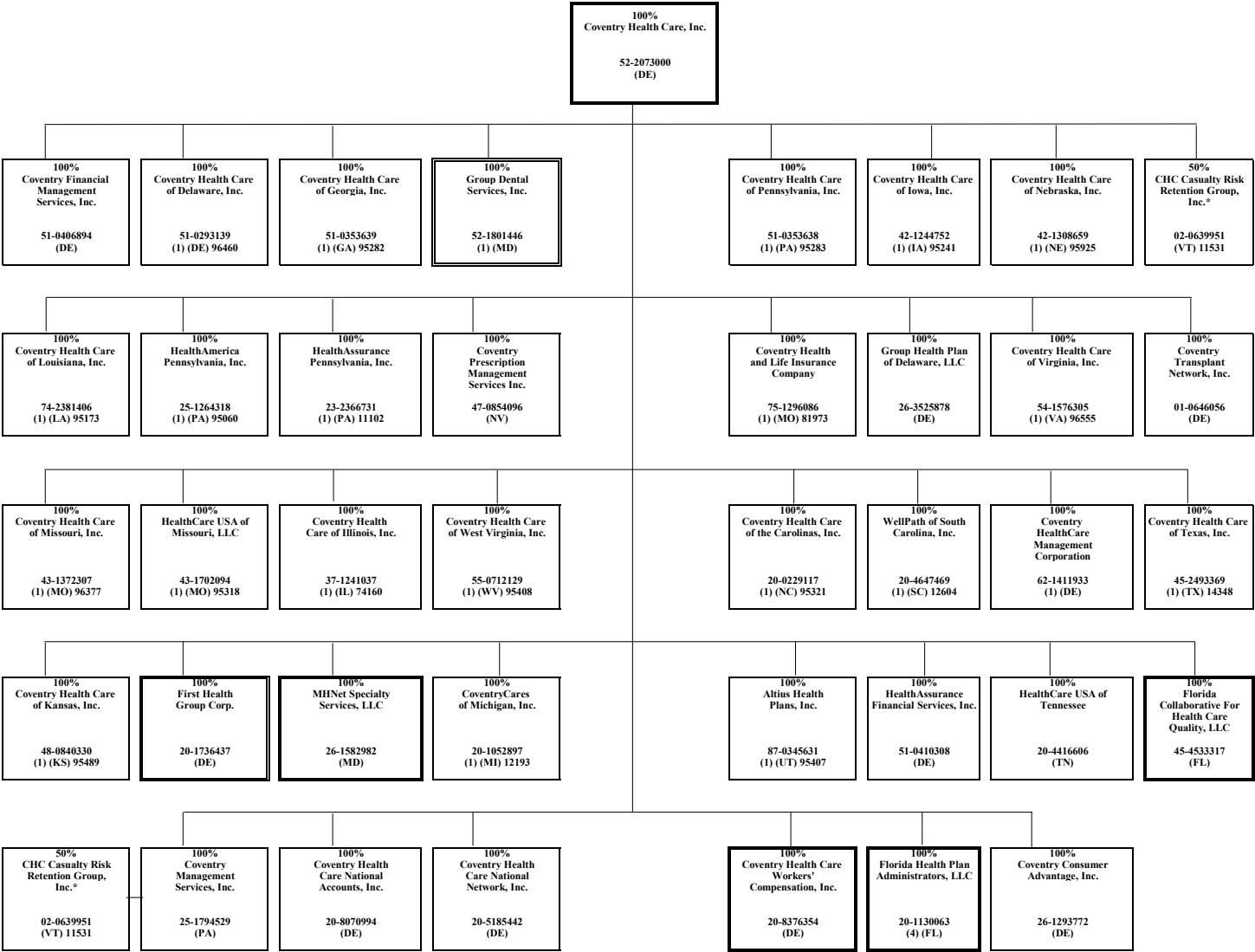
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

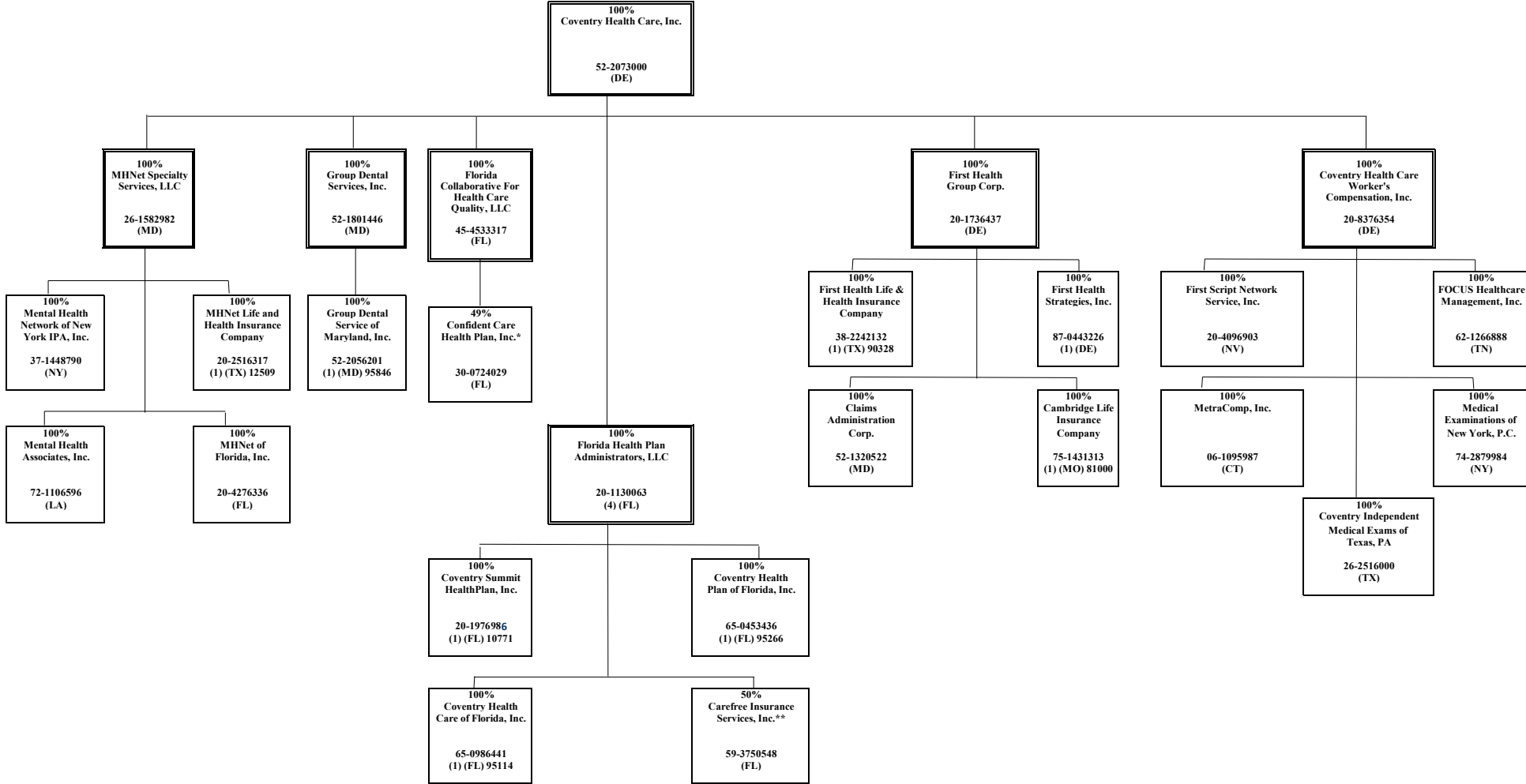
PART 1- ORGANIZATIONAL CHART



* CHC Casualty Risk Retention Group, Inc. is 50% owned by Coventry Management Services, Inc. and 50% owned by Coventry Health Care, Inc.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP

PART 1- ORGANIZATIONAL CHART



* Confident Care Health Plan, Inc. is 49% owned by Florida Collaborative For Health Care Quality, LLC and 51% owned by Mary Catherine Moffitt, M.D., Inc.
**Carefree Insurance Services, Inc is 50% owned by Florida Health Plan Administrators, LLC, 18% owned by Arthur J. VanNote, 16% owned by Ralph E. Boles and 16% owned by Gloria Montgomery.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001.....	AETNA INC.....	00000.....	23-2229683.....	3060706.....	1122304.....	N.....	Aetna Inc.....	PA.....	UIP.....			0.0.....		0.....
00001.....	AETNA INC.....	00000.....	30-0123754.....				Aetna Health Holdings, LLC.....	DE.....	NIA.....	Aetna Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	45-4901541.....				Aetna ACO Holdings, Inc.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	0.2.....	Aetna Inc.....	4.....
00001.....	AETNA INC.....	00000.....	45-5527797.....				Innovation Health Holdings, LLC.....	DE.....	IA.....	Aetna ACO Holdings, Inc.....	Ownership.....	50.0.....	Aetna Inc.....	7.....
00001.....	AETNA INC.....	00000.....	95-3402799.....				Aetna Health of California Inc.....	CA.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95935.....	23-2442048.....				Aetna Health Inc.....	CT.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95088.....	59-2411584.....				Aetna Health Inc.....	FL.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95094.....	58-1649568.....				Aetna Health Inc.....	GA.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95517.....	01-0504252.....				Aetna Health Inc.....	ME.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95756.....	23-2861565.....				Aetna Health Inc.....	MI.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95287.....	52-1270921.....				Aetna Health Inc.....	NJ.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95234.....	22-2663623.....				Aetna Health Inc.....	NY.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	14408.....	45-2634734.....				Aetna Better Health Inc.....	NY.....	IA.....	Aetna Health Inc. (NY).....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95109.....	23-2169745.....				Aetna Health Inc.....	PA.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	45-4901541.....				Aetna ACO Holdings, Inc.....	DE.....	NIA.....	Aetna Health Inc. (PA).....	Ownership.....	39.5.....	Aetna Inc.....	4.....
00001.....	AETNA INC.....	95490.....	76-0189680.....				Aetna Health Inc.....	TX.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95040.....	74-1844335.....				AET Health Care Plan, Inc.....	TX.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	12328.....	20-2207534.....				Aetna Better Health Inc.....	GA.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	06-1160812.....				Aetna Dental of California Inc.....	CA.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	11183.....	22-2990909.....				Aetna Dental Inc.....	NJ.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95910.....	06-1177531.....				Aetna Dental Inc.....	TX.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	30-0123760.....				Aetna Rx Home Delivery, LLC.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	13-3670795.....				Aetna Health Management, LLC.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	22-3187443.....				Aetna Ireland Inc.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	04-3134551.....				Chickering Claims Administrators, Inc.....	MA.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	57-1209768.....				Aetna Specialty Pharmacy, LLC.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	20-1274723.....				Cofinity, Inc.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	23-2671370.....				@Credentials Inc.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	57-0640344.....				Strategic Resource Company.....	SC.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	13735.....	27-0563973.....				Aetna Better Health Inc.....	PA.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	13174.....	26-2867560.....				Aetna Better Health Inc.....	CT.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	14043.....	27-2512072.....				Aetna Better Health Inc.....	IL.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	80-0629718.....				Aetna Better Health, Inc.....	LA.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	14409.....	80-0671703.....				Aetna Better Health Inc.....	FL.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	14229.....	25-2764938.....				Aetna Better Health Inc.....	OH.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	46-3203088.....				Aetna Better Health Inc.....	NJ.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	04-2708160.....				Aetna Student Health Agency Inc.....	MA.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	73-1702453.....				Delaware Physicians Care, Incorporated.....	DE.....	IA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	01-0826783.....				Schaller Anderson Medical Administrators, Incorporated.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	86-0842559.....				Aetna Medicaid Adminstrators LLC.....	AZ.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	45-2944270.....				iTriage, LLC.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	16-1471176.....				Prodigy Health Group, Inc.....	DE.....	NIA.....	Aetna Health Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	20-0438576.....				Niagara Re, Inc.....	NY.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	52-2200070.....				Performax, Inc.....	DE.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001.....	AETNA INC.....	00000.....	87-0632355.....				Scrip World, LLC.....	UT.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	27-1760756.....				Precision Benefit Services, Inc.....	DE.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	31-1368946.....				American Health Holding, Inc.....	OH.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	16-1264154.....				Meritain Health, Inc.....	NY.....	NIA.....	Prodigy Health Group, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	86-0537707.....				ADMINCO, Inc.....	AZ.....	NIA.....	Meritain Health, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	86-0527428.....				Administrative Enterprises, Inc.....	AZ.....	NIA.....	Meritain Health, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	16-1684061.....				U.S. Healthcare Holdings, LLC.....	OH.....	NIA.....	Meritain Health, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	34-1670299.....				Prime Net, Inc.....	OH.....	NIA.....	Meritain Health, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	34-1348032.....				Professional Risk Management, Inc.....	OH.....	NIA.....	Meritain Health, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	68500.....	62-1181209.....				Continental Life Insurance Company of Brentwood, Tennessee.....	TN.....	IA.....	Aetna Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	12321.....	20-2901054.....				American Continental Insurance Company.....	TN.....	IA.....	Continental Life Insurance Company of Brentwood, Tennessee.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	60054.....	06-6033492.....				Aetna Life Insurance Company.....	CT.....	UIP.....	Aetna Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	45-4901541.....				Aetna ACO Holdings, Inc.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	60.3.....	Aetna Inc.....	4.....
00001.....	AETNA INC.....	00000.....	06-1270755.....				AHP Holdings, Inc.....	CT.....	UDP.....	Aetna Life Insurance Company.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	36153.....	06-1286276.....				Aetna Insurance Company of Connecticut.....	CT.....		AHP Holdings, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	06-1028469.....				AE Fourteen, Incorporated.....	CT.....	NIA.....	AHP Holdings, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	06-1373153.....				Aetna Life Assignment Company.....	CT.....	NIA.....	AHP Holdings, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	20-3678339.....				PE Holdings, LLC.....	CT.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	06-1423207.....				Azalea Mall, L.L.C.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	00000.....				Canal Place, LLC.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	20-3180700.....				Aetna Ventures, LLC.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	81-0579372.....				Aetna Government Health Plans, LLC.....	DE.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	59-2108747.....				Broadspire National Services, Inc.....	FL.....	NIA.....	Aetna Life Insurance Company.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	41-2035961.....				Aetna Financial Holdings, LLC.....	DE.....	NIA.....	Aetna Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	26-2030792.....				Aetna Asset Advisors, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	23-2354500.....				U.S. Healthcare Properties, Inc.....	PA.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	38-3704481.....				Aetna Capital Management, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	11-3667142.....		1314522.....		Aetna Partners Diversified Fund, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	1.....
00001.....	AETNA INC.....	00000.....	00000.....		1460020.....		Aetna Partners Diversified Fund (Cayman), Limited.....	CYM.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	2.....
00001.....	AETNA INC.....	00000.....	20-0446676.....				Aetna Workers' Comp Access, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	20-0446713.....				Aetna Behavioral Health, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	23-2670015.....				Managed Care Coordinators, Inc.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	59-3269144.....				Horizon Behavioral Services, LLC.....	DE.....	NIA.....	Aetna Financial Holdings, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	61-1193498.....				Employee Assistance Services, LLC.....	KY.....	NIA.....	Horizon Behavioral Services, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001.....	AETNA INC.....	00000.....	33-0052273.....				Health and Human Resource Center, Inc.....	CA	IA	Horizon Behavioral Services, LLC.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	75-2420973.....				Resources for Living, LLC.....	TX	NIA	Horizon Behavioral Services, LLC.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	36-3681261.....				The Vasquez Group Inc.....	IL	NIA	Horizon Behavioral Services, LLC.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	22-3178125.....				Work and Family Benefits, Inc.....	NJ	NIA	Horizon Behavioral Services, LLC.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	27-1773021.....				Aetna Card Solutions, LLC.....	CT	NIA	Aetna Financial Holdings, LLC.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	20-5216478.....				PayFlex Holdings, Inc.....	DE	NIA	Aetna Financial Holdings, LLC.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	91-1774434.....				PayFlex Systems USA, Inc.....	NE	NIA	PayFlex Holdings, Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	78700.....	06-0876836.....				Aetna Health and Life Insurance Company.....	CT	IA	Aetna Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	72052.....	23-2710210.....				Aetna Health Insurance Company.....	PA	IA	Aetna Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	84450.....	57-0805126.....				Aetna Health Insurance Company of New York.....	NY	IA	Aetna Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	98-0166872.....				Aetna Risk Indemnity Company, Limited.....	BMU	IA	Aetna Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	06-1571642.....				Aetna International Inc.....	CT	NIA	Aetna Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....	98-0211470.....				Aetna Life & Casualty (Bermuda) Ltd.....	BMU	IA	Aetna International Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Aetna Health Services (UK) Limited.....	GBR	NIA	Aetna International Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Aetna Insurance (Signapore) Pte. Ltd.....	SGP	NIA	Aetna International Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Aetna Global Benefits (Bermuda) Limited.....	BMU	NIA	Aetna International Inc.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Goodhealth Worldwide (Global) Limited.....	BMU	NIA	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Aetna Global Benefits (Europe) Limited.....	BGR	NIA	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Goodhealth Worldwide (Asia) Limited.....	HKG	NIA	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Aetna Global Benefits Limited.....	ARE	NIA	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Aetna Health Services (Middle East) FZ-LLC.....	ARE	NIA	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					PT. Aetna Global Benefits Indonesia.....	IDN	NIA	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	80.0	Aetna Inc.....	.5
00001.....	AETNA INC.....	00000.....					Aetna Global Benefits (Middle East) LLC.....	ARE	NIA	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	49.0	Aetna Inc.....	.6
00001.....	AETNA INC.....	00000.....					Aetna Global Benefits (Asia Pacific) Limited.....	HKG	NIA	Aetna Global Benefits (Bermuda) Limited.....	Ownership.....	100.0	Aetna Inc.....	.0
00001.....	AETNA INC.....	00000.....					Indian Health Organisation Private Limited.....	IND	NIA	Aetna Global Benefits (Asia Pacific) Limited.....	Ownership.....	.0.0	Aetna Inc.....	.3
00001.....	AETNA INC.....	00000.....					Aetna Health Insurance Company of Europe Limited.....	IRL	NIA	Aetna International Inc.....	Ownership.....	100.0	Aetna Inc.....	.0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001.....	AETNA INC.....	00000.....					Aetna (Shanghai) Enterprise Services Co. Ltd.....	..CHN.....	..NIA.....	Aetna International Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....					Aetna (Beijing) Enterprise Management Services Co. (China).....	..CHN.....	..NIA.....	Aetna (Shanghai) Enterprise Services Co. Ltd.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....					Aetna Global Benefits (Singapore) PTE, LTD.....	..SGP.....	..NIA.....	Aetna International Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....					Indian Health Organisation Private Limited.....	..IND.....	..NIA.....	Aetna Global Benefits (Singapore) PTE, LTD.....	Ownership.....	.....100.0	Aetna Inc.....	......3
00001.....	AETNA INC.....	00000.....	22-2578985.....				AUSHC Holdings, Inc.....	..CT.....	..NIA.....	Aetna Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	06-1182176.....				PHPSNE Parent Corporation.....	..DE.....	..NIA.....	AUSHC Holdings, Inc.....	Ownership.....	.....55.0	Aetna Inc.....	......8
00001.....	AETNA INC.....	00000.....	52-2182411.....				Active Health Management, Inc.....	..DE.....	..NIA.....	Aetna Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	23-3009341.....				Health Data & Management Solutions, Inc.....	..DE.....	..NIA.....	Active Health Management, Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	23-2604867.....				Aetna Integrated Informatics, Inc.....	..PA.....	..NIA.....	Active Health Management, Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	27-2192415.....				Health Re, Inc.....	..VT.....	..IA.....	Aetna Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	51-0029326.....				ASI Wings, L.L.C.....	..DE.....	..NIA.....	Aetna Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	06-0918924.....				Luettgens Limited.....	..CT.....	..NIA.....	Aetna Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	33-0807547.....				Medicity Inc.....	..DE.....	..NIA.....	Aetna Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	27-0259978.....				Novo Innovations, LLC.....	..DE.....	..NIA.....	Medicity Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	27-1170966.....				Allivant Corporation.....	..DE.....	..NIA.....	Medicity Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	15097.....	46-0674828.....				Innovation Health Insurance Company.....	..VA.....	..IA.....	Innovation Health Holdings, LLC.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	15098.....	46-0682197.....				Innovation Health Plan, Inc.....	..VA.....	..IA.....	Innovation Health Insurance Company.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....					Aetna Multi-Strategy 1099 Fund.....	..DE.....	..NIA.....	Aetna Life Insurance Company.....	Ownership.....	.....95.0	Aetna Inc.....	......9
00001.....	AETNA INC.....	00000.....	52-2073000.....				Coventry Health Care Inc.....	..DE.....	..IA.....	Aetna Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	81973.....	75-1296086.....				Coventry Health & Life Insurance Co.....	..MO.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	51-0406894.....				Coventry Financial Mgmt Services, Inc.....	..DE.....	..NIA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	96460.....	51-0293139.....				Coventry Health Care of Delaware, Inc.....	..DE.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	95282.....	51-0353639.....				Coventry Health Care of Georgia, Inc.....	..GA.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	00000.....	52-1801446.....				Group Dental Services, Inc.....	..MD.....	..NIA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	95283.....	51-0353638.....				Coventry Health Care of Pennsylvania, In.....	..PA.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	95241.....	42-1244752.....				Coventry Health Care of Iowa, Inc.....	..IA.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	95925.....	42-1308659.....				Coventry Health Care of Nebraska, Inc.....	..NE.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	95173.....	74-2381406.....				Coventry Health Care of Louisiana, Inc.....	..LA.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	95060.....	25-1264318.....				HealthAmerica Pennsylvania Inc.....	..PA.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0
00001.....	AETNA INC.....	11102.....	23-2366731.....				HealthAssurance Pennsylvania, Inc.....	..PA.....	..IA.....	Coventry Health Care Inc.....	Ownership.....	.....100.0	Aetna Inc.....	......0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001.....	AETNA INC.....	00000.....	47-0854096.....				Coventry Prescription Mgmt Svcs, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	26-3525878.....				Group Health Plan of Delaware, LLC.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	96555.....	54-1576305.....				Coventry Health Care of Virginia, Inc.....	VA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	01-0646056.....				Coventry Transplant Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	96377.....	43-1372307.....				Coventry Health Care of Missouri, Inc.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	95318.....	43-1702094.....				HealthCare USA of Missouri, LLC.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	25-1794529.....				Coventry Management Services, Inc.....	PA.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	95408.....	55-0712129.....				Coventry Health Care of West Virginia, Inc.....	WV.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	95321.....	20-0229117.....				Coventry Health Care of the Carolinas, Inc.....	NC.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	12604.....	20-4647469.....				Wellpath of South Carolina, Inc.....	SC.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	62-1411933.....				Coventry Health Care Mgmt Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	14348.....	45-2493369.....				Coventry Health Care of Texas, Inc.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	95489.....	48-0840330.....				Coventry Health Care of Kansas, Inc.....	KS.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	20-1736437.....				First Health Group Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	26-1582982.....				MHNet Specialty Services, LLC.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	12193.....	20-1052897.....				CoventryCares of Michigan, Inc.....	MI.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	95407.....	87-0345631.....				Altius Health Plans, Inc.....	UT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	51-0410308.....				HealthAssurance Financial Services, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	20-4416606.....				HealthCare USA of Tennessee, LLC.....	TN.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	11531.....	02-0639951.....				Coventry Health Care Casualty Risk Retention Group, Inc.....	VT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	50.0.....	Aetna Inc.....	10
00001.....	AETNA INC.....	74160.....	37-1241037.....				Coventry Health Care of Illinois, Inc.....	IL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	20-8070994.....				Coventry Health Care National Accounts, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	20-5185442.....				Coventry Health Care National Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	20-8376354.....				Coventry Health Care Workers' Compensation, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	20-1130063.....				Florida Health Plan Administrators, LLC.....	FL.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	26-1293772.....				Coventry Consumer Advantage, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
00001.....	AETNA INC.....	00000.....	20-4096903.....				First Script Network Service, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	.....0
							Coventry Health Care Workers' Compensation, Inc.....							

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00001.....	AETNA INC.....	00000.....	06-1095987.....				MetraComp, Inc.....	CT.....	NIA.....	Coventry Health Care Workers' Compensation, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	74-2879984.....				Medical Examinations of NY, P.C.....	NY.....	NIA.....	Coventry Health Care Workers' Compensation, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	62-1266888.....				FOCUS Healthcare Management, Inc.....	TN.....	NIA.....	Coventry Health Care Workers' Compensation, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	26-2516000.....				Coventry Ind. Medical Exam of TX, PA.....	TX.....	NIA.....	Coventry Health Care Workers' Compensation, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	90328.....	38-2242132.....				First Health Life & Health Ins Co.....	TX.....	IA.....	First Health Group Corp.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	87-0443226.....				First Health Strategies, Inc.....	DE.....	NIA.....	First Health Group Corp.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	52-1320522.....				Claims Administration Corp.....	MD.....	NIA.....	First Health Group Corp.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	81000.....	75-1431313.....				Cambridge Life Insurance Co.....	MO.....	IA.....	First Health Group Corp.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95114.....	65-0986441.....				Coventry Health Care of Florida, Inc.....	FL.....	IA.....	Florida Health Plan Administrators, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	95266.....	65-0453436.....				Coventry Health Plan of Florida, Inc.....	FL.....	IA.....	Florida Health Plan Administrators, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	10771.....	20-1976986.....				Coventry Summit Health Plan, Inc.....	FL.....	IA.....	Florida Health Plan Administrators, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	59-3750548.....				Carefree Insurance Services, Inc.....	FL.....	NIA.....	Florida Health Plan Administrators, LLC.....	Ownership.....	50.0.....	Aetna Inc.....	12.....
00001.....	AETNA INC.....	95846.....	52-2056201.....				Group Dental Services of Maryland, Inc.....	MD.....	IA.....	Group Dental Services, Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	37-1448790.....				Mental Health Network of New York IPA, Inc.....	NY.....	NIA.....	MHNet Specialty Services, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	12509.....	20-2516317.....				MHNet Life and Health Insurance Company.....	TX.....	IA.....	MHNet Specialty Services, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	72-1106596.....				Mental Health Associates, Inc.....	LA.....	NIA.....	MHNet Specialty Services, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	20-4276336.....				MHNet of Florida, Inc.....	FL.....	NIA.....	MHNet Specialty Services, LLC.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	45-4533317.....				Florida Collaborative Care for Health Care Quality, LLC.....	FL.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Aetna Inc.....	0.....
00001.....	AETNA INC.....	00000.....	30-0724029.....				Confident Care Health Plan, Inc.....	FL.....	NIA.....	Florida Collaborative Care for Health Care Quality, LLC.....	Ownership.....	49.0.....	Aetna Inc.....	11.....

Asterisk	Explanation
1	Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing membership interests.....
2	Aetna Life Insurance Company owns the Class C participating shares.....
3	Aetna Global Benefits (Asia Pacific) Limited owns 0.019857% of Indian Health Organization Private Limited and Aetna Global Benefits (Singapore) Pte. Ltd. owns 99.980143%.....
4	Aetna Life Insurance Company owns 302 shares, Aetna Health Inc. (PA) owns 198 shares and Aetna Health Holdings, LLC owns 1 share.....
5	Aetna Global Benefits (Bermuda) Limited owns 80% and 20% is owned by Suhatsyah Rivai, Aetna's Nominee.....
6	Aetna Global Benefits (Bermuda) Limited owns 49% and 51% is owned by Euro Gulf LLC, Aetna's Nominee.....
7	Aetna ACO Holdings Inc. owns 50% and 50% is owned by Innovation Health System Foundation (non-affiliate).....
8	55% is owned by AUSHC Holdings, Inc. The remaining 45% is owned by thirteen different hospitals (non-affiliates) which are shareholders with varying degrees of ownership.....
9	95% is invested and owned by Aetna Life Insurance Company and 5% is invested and owned by external accredited investors.....
10	50% owned by Coventry Management Services, Inc. and 50% owned by Coventry Health Care, Inc.....
11	49% owned by Florida Collaborative For Health Care Quality, LLC and 51% owned by Mary Catherine Moffitt, M.D., Inc.....
12	50% owned by Florida Health Plan Administrators, LLC, 18% owned by Arthur J. VanNote, 16% owned by Ralph E. Boles and 16% owned by Gloria Montgomery.....

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....YES.....

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

NONE

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	18,504,636	23,230,629
2. Cost of bonds and stocks acquired	2,756,329	10,094,617
3. Accrual of discount	6,932	3,085
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	387,570	561,388
6. Deduct consideration for bonds and stocks disposed of	10,351,239	15,191,293
7. Deduct amortization of premium	73,095	193,790
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	11,231,133	18,504,636
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	11,231,133	18,504,636

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	25,611,457	52,477,116	58,910,886	(20,445)	25,611,457	19,157,242	0	25,412,420
2. Class 2 (a).....	509,006	0	0	(1,761)	509,006	507,245	0	510,767
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	26,120,463	52,477,116	58,910,886	(22,206)	26,120,463	19,664,487	0	25,923,187
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	26,120,463	52,477,116	58,910,886	(22,206)	26,120,463	19,664,487	0	25,923,187

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$8,433,353 ; NAIC 2 \$0 ;
NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	1,273	XXX	1,273	464	0

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of short-term investments acquired	34,735,454	0
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	34,734,181	0
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	1,273	0
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	1,273	0

Schedule DB - Part A - Verification
NONE

Schedule DB - Part B - Verification
NONE

Schedule DB - Part C - Section 1
NONE

Schedule DB - Part C - Section 2
NONE

Schedule DB - Verification
NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	7,418,552	1,356,287
2. Cost of cash equivalents acquired	37,935,325	46,503,396
3. Accrual of discount	4,755	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals	36,926,552	40,441,131
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	8,432,080	7,418,552
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	8,432,080	7,418,552

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

E04

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

STATEMENT AS OF JUNE 30, 2013 OF THE CoventryCares of Michigan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions																					
70914P-AJ-1...	PENNSYLVANIA ST GENERAL OBLIGA 5.000%		06/19/2013	GOLDMAN SACHS & CO.		570,490	500,000	550,315	523,814	0	(2,879)	0	(2,879)	0	520,935	0	49,555	49,555	16,181	11/01/2016	1FE
1799999 - Bonds - U.S. States, Territories and Possessions						570,490	500,000	550,315	523,814	0	(2,879)	0	(2,879)	0	520,935	0	49,555	49,555	16,181	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
138128-HS-5...	CANTON CHRT TWP MI GENERAL OBLIGA 5.00		05/24/2013	FIDELITY CAPITAL MARKETS		566,990	500,000	528,745	514,470	0	(1,353)	0	(1,353)	0	513,116	0	53,874	53,874	16,597	04/01/2020	1FM
216876-HP-0...	COOPERSVILLE MI AREA PUBLIC SC GENERAL O		05/21/2013	PIPER, JAFFRAY & HOPWOOD		520,505	500,000	536,730	508,309	0	(2,441)	0	(2,441)	0	505,868	0	14,637	14,637	14,097	05/01/2014	1FM
314567-GB-8...	FENTON MI AREA PUBLIC SCHS 5.000% 05/0		05/09/2013	MERRILL LYNCH-MUNI		278,993	250,000	270,680	258,155	0	(886)	0	(886)	0	257,269	0	21,723	21,723	6,701	05/01/2017	1FM
386028-HB-3...	GRAND LEDGE MI PUBLIC SCH DIST 5.000%		05/20/2013	OPPENHEIMER & CO		542,035	500,000	539,725	513,651	0	(2,233)	0	(2,233)	0	511,418	0	30,617	30,617	14,028	05/01/2015	1FM
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						1,908,523	1,750,000	1,875,880	1,794,585	0	(6,913)	0	(6,913)	0	1,787,671	0	120,851	120,851	51,423	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
050589-HY-9...	AUBURN UNIV ALABAMA GEN FEE REVENUE BOND		06/12/2013	CHASE SECURITIES		559,040	500,000	560,415	554,269	0	(2,589)	0	(2,589)	0	551,679	0	7,361	7,361	13,611	06/01/2027	1FE
3128MD-G5-6...	Freddie Mac POOL NO 2.500% 06/01/27		05/28/2013	Stifel Nicolaus &Co		397,215	389,845	404,951	404,511	0	(22)	0	(22)	0	404,488	0	(7,273)	(7,273)	4,873	06/01/2027	1
3128MD-G5-6...	Freddie Mac POOL NO 2.500% 06/01/27		05/01/2013	Paydown		14,893	14,893	15,470	15,453	0	(560)	0	(560)	0	14,893	0	0	0	140	06/01/2027	1
31297P-Z2-0...	FED HOME LOAN MTGE CORP GOLD POOL NO 5		06/01/2013	Paydown		10,202	10,202	10,324	10,235	0	(33)	0	(33)	0	10,202	0	0	0	236	05/01/2035	1
31306Y-R3-7...	FREDDIE MAC GOLD POOL CONVENTIONAL 15 YE		06/01/2013	Paydown		7,076	7,076	7,387	0	0	(311)	0	(311)	0	7,076	0	0	0	59	12/01/2027	1
3132GU-H9-8...	FED HOME LOAN MTGE CORP GOLD POOL NO 3		06/01/2013	Paydown		4,441	4,441	4,594	4,587	0	(145)	0	(145)	0	4,441	0	0	0	53	06/01/2042	1
3132HL-F4-0...	FED HOME LOAN MTGE CORP GOLD POOL NO 3		06/01/2013	Paydown		9,025	9,025	9,521	9,497	0	(472)	0	(472)	0	9,025	0	0	0	132	08/01/2042	1
313560-SB-0...	FED NATL MTGE ASSN 0.375% 12/21/15		05/28/2013	Strategas Securities, LLC		499,467	500,000	499,460	0	0	69	0	69	0	499,529	0	(62)	(62)	823	12/21/2015	1
31407H-3F-1...	FED NATL MTGE ASSN POOL NO 6.000% 07/0		06/01/2013	Paydown		5,798	5,798	5,715	5,729	0	69	0	69	0	5,798	0	0	0	143	07/01/2036	1
31407T-JK-7...	FED NATL MTGE ASSN POOL NO 6.000% 10/0		06/01/2013	Paydown		11,982	11,982	12,072	12,013	0	(31)	0	(31)	0	11,982	0	0	0	274	10/01/2035	1
59455T-06-2...	MICHIGAN MUN BD AUTH REV REVENUE BONDS		05/09/2013	Wachovia		218,007	205,000	209,292	0	0	(469)	0	(469)	0	208,823	0	9,184	9,184	6,349	10/01/2015	1Z
59455T-T6-9...	MICHIGAN MUN BD AUTH REV REVENUE BONDS		05/09/2013	WARBURG DILLON READ		47,564	45,000	45,942	0	0	(62)	0	(62)	0	45,881	0	1,683	1,683	1,394	10/01/2015	1FM
594695-K4-9...	MICHIGAN STATE TRUNK LINE REVENUE BONDS		05/22/2013	MERRILL LYNCH-MUNI		572,265	500,000	547,925	522,662	0	(2,274)	0	(2,274)	0	520,388	0	51,877	51,877	14,375	11/01/2016	1FM
594700-BH-8...	MICHIGAN ST TRUNK LINE FUND REVENUE BOND		05/09/2013	Wachovia		318,003	250,000	287,360	273,419	0	(948)	0	(948)	0	272,472	0	45,531	45,531	7,372	11/01/2020	1FM
606915-L5-3...	MISSOURI ST ENVRNMNTL IMPT UNREFUNDED BA		05/13/2013	MORGAN STANLEY		197,404	195,000	200,238	195,000	0	4,263	0	4,263	0	199,263	0	(1,859)	(1,859)	8,531	07/01/2023	1FM
625914-HH-2...	NEBRASKA REVENUE BOND NORTH TEXAS TWP AUTH REV		06/07/2013	CITIGROUP		280,400	250,000	289,358	286,409	0	(1,536)	0	(1,536)	0	284,873	0	(4,473)	(4,473)	8,715	04/01/2028	1FE
66285W-JG-2...	REVENUE BONDS		06/17/2013	GUGGENHEIM CAPITAL MARKET		574,165	500,000	563,675	557,352	0	(2,670)	0	(2,670)	0	554,682	0	19,483	19,483	21,000	09/01/2026	1FE
914468-BC-6...	UNIV OF MINNESOTA MN REVENUE BONDS 5.0		05/29/2013	PIPER, JAFFRAY & HOPWOOD		563,070	500,000	546,780	533,943	0	(3,756)	0	(3,756)	0	530,188	0	32,882	32,882	20,764	08/01/2023	1FM
95648W-MR-7...	WEST VIRGINIA ST ECON DEV AUTH REVENUE B		05/20/2013	MERRILL LYNCH-MUNI		275,563	230,000	270,754	268,317	0	(1,419)	0	(1,419)	0	266,898	0	8,665	8,665	5,494	06/01/2022	1FM
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						4,565,580	4,128,262	4,491,233	3,653,396	0	(12,896)	0	(12,896)	0	4,402,581	0	162,999	162,999	114,338	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
373334-JY-8...	GEORGIA PR SR UNSECURED 0.750% 08/10/1		05/09/2013	KEYBANC CAPITAL		502,500	500,000	499,763	499,793	0	28	0	28	0	499,821	0	2,679	2,679	2,854	08/10/2015	1FM
46625H-JF-8...	JP MORGAN CHASE & CO SR UNSECURED 1.17		06/06/2013	MORGAN STANLEY		502,780	500,000	500,000	0	0	0	0	0	0	500,000	0	2,780	2,780	2,269	01/25/2018	1FE
85771P-AH-5...	STATOIL ASA SR UNSECURED 1.200% 01/17/	F	05/15/2013	WACHOVIA		175,039	175,000	174,799	174,803	0	14	0	14	0	174,817	0	221	221	1,044	01/17/2018	1FE

STATEMENT AS OF JUNE 30, 2013 OF THE CoventryCares of Michigan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

Schedule DB - Part A - Section 1
NONE

Schedule DB - Part B - Section 1
NONE

Schedule DB - Part D - Section 1
NONE

Schedule DB - Part D - Section 2
NONE

Schedule DL - Part 1
NONE

Schedule DL - Part 2
NONE

STATEMENT AS OF JUNE 30, 2013 OF THE CoventryCares of Michigan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

E13



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2013 OF THE CoventryCares of Michigan, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....1137

NAIC Company Code.....12193

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected.....		XXX		XXX	0
2. Earned Premiums		XXX		XXX	XXX
3. Claims Paid.....		XXX		XXX	0
4. Claims Incurred.....		XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing – Claims Paid Net of Reimbursements Applied (a).....	XXX		XXX		0
6. Aggregate Policy Reserves - Change.....		XXX		XXX	XXX
7. Expenses Paid.....		XXX		XXX	0
8. Expenses Incurred.....		XXX		XXX	XXX
9. Underwriting Gain or Loss.....	0	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	0

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$due from CMS or \$due to CMS